

SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029
Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

Corporate Office: SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011
Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

Email : compliance@somindia.com **Website:** www.somindia.com

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2022

18.11.2022

To

<p>The Manager, Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in Security ID: SDBL</p>	<p>Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com Security ID: 507514</p>
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SUB: OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS OF COMPANY HELD TODAY I.E. NOVEMBER 18, 2022

Dear Sir/Madam,

Pursuant to Regulation 30 (read with Schedule III - Part A), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith outcome of board meeting of the Company held today i.e. on Friday, November 18, 2022 at 12:00 P.M. and concluded at 12:30 P.M. at Corporate Office of the Company. The following matters were considered:

S.NO.	SUBJECT
1	<p>The Board approved the allotment of 25,00,000 equity shares of Rs.5/- each of the Company, fully paid-up, pursuant to the conversion of preferential warrants into equity, to the Mr. Jagdish Kumar Arora and Mr. Deepak Arora, Promoters allottees.</p> <p>Pursuant to a special resolution passed by the members of the Company under Section 62 of Companies Act, 2013 on August 19, 2022, and in-principle approvals received from Stock Exchanges BSE and NSE on August 10, 2022, the Company has allotted 37,77,777 warrants to 5 allottees (2 Promoters allottees and 3 Non-Promoters allottees) on September 2, 2022.</p> <p>As per Regulation 169(2) of the SEBI (ICDR) Regulations, 2018, 25% of the allotment price has been paid by the allottees into the Bank account of the Company at the time of subscription. And by November 16, 2022, the Promoter allottee have paid the balance of 75% of the allotment price for 25,00,000 warrants.</p>

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2	<p>The Board considered and declared 1st Interim Dividend for the Financial Year 2022-23 at the rate of 5% i.e. Rs.0.25 per share on equity shares having face value of Rs.5 per share, as on the Record date.</p> <p>Further, the Record Date for determining eligibility of shareholders for payment of the said Interim Dividend, as declared by the Board of Directors shall be Friday, December 2, 2022. The dividend shall be paid on or before December 17, 2022 to those members, whose names appear on the Register of Members or in records of Depositories as beneficial owners of the shares as on the closure of business hours of Friday, December 2, 2022, which is the Record Date fixed for the purpose.</p>
3	<p>The Board considered and approved to Change in name of the Company from 'Som Distilleries and Breweries Limited' To 'Som Distilleries Breweries & Wineries Limited' or any other name made available by registrar of Companies, subject to, approval of members, Ministry of Corporate Affairs and such other applicable statutory / regulatory authorities.</p>
4	<p>The Board considered and approved to continue appointment of Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director of the Company on attaining the age of seventy-five years for the remaining term of his appointment i.e. upto April 19, 2025, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.</p>
5	<p>Further to Company's intimation of November 2, 2022 informing receipt of request from few members of 'Promoters/ Promoter Group' seeking reclassification of their shareholding to 'Public' category, Board has considered and approved such reclassification requests subject to approval of shareholders in the ensuing Extra-Ordinary General Meeting.</p> <p>As required under SEBI Listing Regulations, the Company has made separate announcement to the Stock Exchanges in this regard – copy enclosed as an Annexure for your ready reference.</p>
6	<p>The Board considered that the Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held on Tuesday, the 27th day of December, 2022 at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh). Further the Board considered and approved the notice of Extra-Ordinary General Meeting (EGM) of the Company.</p>

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The above information is also available on the Company's website i.e. www.somindia.com.

This is for your information and records please.

For Som Distilleries & Breweries Limited




Om Prakash
Company Secretary & Compliance Officer

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SUB: Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)

Ref: Our intimation dated November 2, 2022 informing the receipt of request from few members of 'Promoters/ Promoter Group' seeking reclassification of their shareholding to 'Public' category

Dear Sir/Madam,

We would like to inform that the Board of Directors of the Company in their meeting held on November 18, 2022, have considered and approved the request received from few Promoters/Promoter Group of the Company seeking reclassification of their shareholding from 'Promoters/ Promoter Group' to 'Public' category.

As required under SEBI Listing Regulations, we also enclose herewith Certified true copy of Resolution of the Board of Directors held on November 18, 2022 approving such reclassification, for your reference.

The Company will seek Members' approval for the reclassification in line with the provisions of Regulation 31A of SEBI Listing Regulations in due course.

Request you to kindly take the same on record and oblige.

For Som Distilleries and Breweries Limited

OM PRAKASH
SINGH
Digitally signed by OM
PRAKASH SINGH
Date: 2022.11.18
12:41:03 +05'30'

Om Prakash

Company Secretary and Compliance Officer

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SOM DISTILLERIES AND BREWERIES LIMITED HELD ON FRIDAY, THE 18TH NOVEMBER 2022 AT 23, ZONE – II, M.P. NAGAR, BHOPAL - 462011.

RECLASSIFICATION OF CERTAIN PROMOTERS/ PROMOTER GROUP TO “PUBLIC” SHAREHOLDER CATEGORY

Board was apprised that the Company had received request letters from few members of Promoter/ Promoter Group for reclassification to “Public” category in terms of the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Regulations**”), as detailed hereunder:

1. Request from Outgoing Promoters 1

Mr. Surjeet Lal (hereinafter referred to “**Outgoing Promoters 1**”) who is part of the Promoters/ Promoter Group holding 1532 equity shares in aggregate, representing 0.0022% of the paid-up capital of the Company, had vide letter dated November 2, 2022 requested to reclassify their shareholding to ‘Public’ category.

The said shareholders requested on account of not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

2. Request from Outgoing Promoters 2

Mrs. Sweena Arora (hereinafter referred to “**Outgoing Promoters 2**”) who is part of the Promoters/ Promoter Group holding 88 equity shares in aggregate, representing 0.0001% of the paid-up capital of the Company, had vide letter dated November 2, 2022 requested to reclassify their shareholding to ‘Public’ category.

The said shareholders requested on account of not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Outgoing Promoters 1 and Outgoing Promoters 2 are collectively referred to as the ‘**Outgoing Promoters**’.

Copy of the Request Letters received from the Outgoing Promoters were tabled at the meeting.

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Provisions of Regulation 31A of the Regulations prescribing the process to be followed for reclassification of Promoters/ Promoter Group into 'Public' category and the conditions to be fulfilled by the Outgoing Promoters and the Company were briefed to the Board.

Board noted that as per Regulation 31A of the Regulations, the Board of Directors are required to analyze the requests of the Outgoing Promoters and place the same before the Members in a general meeting for approval along with their views on such requests. Further, such Members approval needs to be obtained not earlier than one month from the date of Board's approval and not later than three months from the date of Board's approval.

Accordingly, Board analysed the request letters received from the Outgoing Promoters vis-à-vis the requirements under Regulation 31A of the Regulations and noted the following:

a) In relation to Outgoing Promoters 1

Request from Outgoing Promoters 1 was on account of him not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Outgoing Promoters 1 has confirmed that that he satisfy all the conditions specified in subclause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations and has also confirmed that he shall continue to comply with the conditions mentioned in Regulation 31A of Listing Regulations post re-classification from 'Promoter/ Promoter Group' to 'Public' category at all times.

b) In relation to Outgoing Promoters 2

Request from Outgoing Promoters 2 was on account of her not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Outgoing Promoters 2 has confirmed that that she satisfy all the conditions specified in subclause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations and has also confirmed that she shall continue to comply with the conditions mentioned in Regulation 31A of Listing Regulations post re-classification from 'Promoter/ Promoter Group' to 'Public' category at all times.

c) Impact of Reclassification from Company's Promoters/ Promoter Group

As at date, the total Promoters/ Promoter Group holding in the Company is at 33.2944%.

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In the event, the reclassification is approved by the Board of Directors, Members of the Company and the Stock Exchanges, the total Promoters/ Promoter Group holding in Som Distilleries and Breweries Limited shall reduce from 33.2944% to 33.2922% (considering allotment of 25,00,000 equity shares to promoters).

In view of the rationale provided by the Outgoing Promoters and on the confirmation that they satisfy the requirements of Regulation 31A of the Regulations, Board was of the view that the requests made by the Outgoing Promoters for reclassification of their shareholding be accepted and approved, subject to approval of the Members of the Company and permission of the Stock Exchanges/ other regulatory authorities, if any.

Accordingly, Board considered the matter and passed the following resolutions with requisite majority:

a) Approval for reclassification of Outgoing Promoters 1

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to consent of the Members of the Company and approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary, consent of the Board of Directors of the Company be and is hereby accorded for the reclassification of **Mr. Surjeet Lal** (hereinafter referred to as **“Outgoing Promoter 1”**), from "Promoters/ Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to perform all such acts, deeds, matters and things as may be required, to execute all documents as may be required and take all such steps and decisions to give full effect to the aforesaid resolutions.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary.”

b) Approval for reclassification of Outgoing Promoters 2

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to consent of the Members of the Company and approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary, consent of the Board of

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Directors of the Company be and is hereby accorded for the reclassification of **Mrs. Sweena Arora** (hereinafter referred to as "**Outgoing Promoters 2**"), from "Promoters/ Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to perform all such acts, deeds, matters and things as may be required, to execute all documents as may be required and take all such steps and decisions to give full effect to the aforesaid resolutions.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

CERTIFIED TRUE COPY

For SOM DISTILLERIES AND BREWERIES LIMITED

NAKUL
KAM SETHI

Digitally signed by
NAKUL KAM SETHI
Date: 2022.11.18
12:40:43 +05'30'

NAKUL KAM SETHI

DIRECTOR

DIN: 06512548

DATE: 18.11.2022

PLACE: BHOPAL